

Steven M. Bierman
Nicholas K. Lagemann
SIDLEY AUSTIN LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

Kenneth P. Kansa (admitted *pro hac vice*)
Courtney A. Rosen (admitted *pro hac vice*)
SIDLEY AUSTIN LLP
One South Dearborn
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

Counsel for Wells Fargo Bank
Northwest, N.A., as Agent to the TPC Lenders

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
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**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that Sidley Austin LLP (“Sidley”) appears as counsel to Wells Fargo Bank Northwest, N.A. (“Wells Fargo”), as Agent for the TPC Lenders¹ in connection with the above-captioned cases and, pursuant to Rules 2002, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 102(1), 342 and 1109(b), hereby

¹ The TPC Lenders presently consist of Norddeutsche Landesbank Girozentrale (New York Branch), as Administrator, and Deutsche Bank, AG, New York Branch, HSBC Bank, National Association, ABN AMRO Bank N.V., Royal Bank of Canada, Bank of America, N.A., Citicorp

requests that all notices given or required to be given in these cases, and copies of all papers or pleadings served or required to be served in these cases, be given to and served upon the following:

Steven M. Bierman
Nicholas K. Lagemann
Marissa Alter-Nelson
SIDLEY AUSTIN LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599
Email: malternelson@sidley.com

PLEASE TAKE FURTHER NOTICE that pursuant to 11 U.S.C. § 1109(b), the foregoing request includes not only the notices and papers referred to in the above mentioned Bankruptcy Rules, but also includes, without limitation, any plan of reorganization and objections thereto, notices of any orders, pleadings, motions, applications, complaints, demands, hearings, requests or petitions, disclosure statements, answering or reply papers, memoranda and briefs in support of any of the foregoing, and any other document brought before this Court with respect to these cases and any proceedings therein, whether transmitted or conveyed by mail, delivery, telephone, facsimile, telegraph, telex or otherwise.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any subsequent appearance, pleading, claim, or suit is intended to waive (i) the Agent's rights to have final orders in non-core matters entered only after *de novo* review by the District Court, (ii) the Agent's rights to trial by jury in any proceeding so triable herein or in any case, controversy or proceeding related hereto, (iii) the Agent's rights to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal, or (iv) any

USA, Inc., Merrill Lynch Bank USA, and Morgan Stanley Bank, as purchasers.

other rights, claims, actions, defenses, and rights of setoff or recoupment to which the Agent is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, and rights of setoff and recoupment the Agent expressly reserves.

Dated: February 8, 2011
New York, New York

SIDLEY AUSTIN LLP

By: /s/ Steven M. Bierman
SIDLEY AUSTIN LLP
Steven M. Bierman
Nicholas K. Lagemann
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599
Email: sbierman@sidley.com
nlagemann@sidley.com

- and -

SIDLEY AUSTIN LLP
Kenneth P. Kansa (admitted *pro hac vice*)
Courtney A. Rosen (admitted *pro hac vice*)
One South Dearborn
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036
Email: kkansa@sidley.com
crosen@sidley.com

*Counsel for Wells Fargo Bank Northwest, N.A., as
Agent to the TPC Lenders*